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RECORDATION NO. 19316-B FILED

FEB 01 '01 ; 1-22 PM

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

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February 1, 2001

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Partial Release of Security Interest, a secondary document, dated as of January 29, 2001. The primary document to which this is connected is recorded under Recordation No. 19316. We request that this document be recorded under Recordation No. 19316-B.

The name and address of the party to the Instrument of Partial Release of Security Interest is:

Secured Party:

National City Bank
155 East Broad Street
Columbus, OH 43251-0030

A description of the equipment covered by the Instrument of Partial Release of Security Interest consists of one SD-45 locomotive numbered 1768.

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BALL JANIK LLP

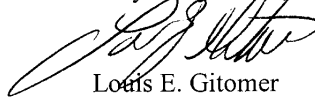
Honorable Vernon A. Williams
February 1, 2001
Page 2

A fee of \$27.00 is enclosed. Please return two originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: an Instrument of Partial Release of Security Interest by National City Bank, 155 East Broad Street, Columbus, OH 43251-0030, covering one SD-45 locomotive numbered 1768.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. E. Gitomer", written over the typed name.

Louis E. Gitomer

Enclosures

INSTRUMENT OF PARTIAL RELEASE OF SECURITY INTEREST

NATIONAL CITY BANK, formerly known as National City of Columbus, formerly known as National City Bank, Columbus, this 29th day of January, 2001 releases one SD-45 locomotive numbered 1768 (the "Locomotive") from the security interest created under the Security Agreement, dated as of December 14, 1994 (the "Security Agreement") and recorded at the Interstate Commerce Commission on Dec. 28, 1994 under Recordation Number 19316.

WHEREAS, National City Bank desires to execute the Instrument to evidence for the public record the satisfaction and release of all the rights and obligations of Ohio Central Railroad, Inc. under the Security Agreement with respect to the Locomotive.

NOW, THEREFORE in consideration of the premises, National City Bank agrees that the lien on the Locomotive created by the Security Agreement is released.

IN WITNESS WHEREFORE, National City Bank has caused this Instrument to be executed as of the date first above written.

NATIONAL CITY BANK

By: [Signature]
Its: Vice President

State of Ohio)
) ss.
Country of Franklin)

On this 29th day of January, 2001, before me personally appeared Stanley A. Uchida, to me personally known, who being by me duly sworn, says that s(he) is Vice President of National City Bank, and that (s)he is duly authorized to sign the foregoing instrument on behalf of National City Bank and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed National City Bank.

[Signature]
Notary Public

My commission expires:

RECORDATION NO. 19316-B FILED

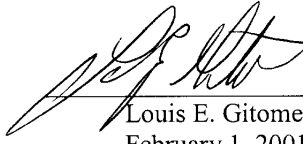
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SURFACE TRANSPORTATION BOARD

JACQUELINE DAILEY
NOTARY PUBLIC, STATE OF OHIO
My Commission Expires June 15, 2005

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Instrument of Partial Release of Security Interest dated as of January 29, 2001 and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
February 1, 2001